Edgar Filing: AMERICAN PUBLIC EDUCATION INC - Form 4

AMERICAN PUBLIC EDUCATION INC

Form 4 July 01, 2008

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number:

3235-0287

0.5

Check this box if no longer subject to

January 31, Expires: 2005

Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response...

Form 5 obligations may continue.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

Issuer

below)

WEGLICKI TIMOTHY T

Symbol

AMERICAN PUBLIC **EDUCATION INC [APEI]**

(Check all applicable)

5. Relationship of Reporting Person(s) to

(Last)

(City)

(First) (Middle) 3. Date of Earliest Transaction

X Director 10% Owner Other (specify Officer (give title

(Month/Day/Year) 400 EAST PRATT STREET, SUITE 07/01/2008

(Zip)

910

(Street) 4. If Amendment, Date Original

(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

BALTIMORE, MD 21202

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(State)

3. 4. Securities TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct (D) or Indirect (I) (Instr. 4)

Indirect Beneficial Ownership (Instr. 4)

(A) or

Transaction(s) (Instr. 3 and 4)

\$0

Common

Stock, par 07/01/2008 value \$.01

Price Code V Amount (D) 228 (1) A

4,618,482 (2) D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

A

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1.	Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
D	erivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
S	ecurity	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(I	nstr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
		Derivative				Securities			(Instr.	3 and 4)		Owne
		Security				Acquired						Follo
		•				(A) or						Repo
						Disposed						Trans
						of (D)						(Instr
						(Instr. 3,						`
						4, and 5)						
						, ,						
										Amount		
						Date	Expiration		or			
							Exercisable	Date	little Nu	Number		
										of		
					Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
WEGLICKI TIMOTHY T 400 EAST PRATT STREET SUITE 910 BALTIMORE, MD 21202	X	X					

Signatures

Timothy T.
Weglicki

**Signature of Reporting Person

O7/01/2008

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Prior to the beginning of the year the reporting person elected to receive common stock in lieu of cash for a portion of their annual retainer, which retainer is paid in quarterly installments.
 - Of the total shares ABS Capital Partners IV, LP owns 4,082,018 shares, ABS Capital Partners IV-A, LP owns 136,677, ABS Capital IV Offshore, LP owns 234,431, ABS Capital IV Special Offshore, LP owns 159,826 shares (collectively, the "Funds"), and Phillip A. Clough owns 2,765 shares. ABS Partners IV L.L.C., as the general partner (the "General Partner") of the Funds and Donald B. Hebb, Jr., Phillip
- (2) A. Clough, Timothy T. Weglicki, John D. Stobo, Jr., Frederic G. Emry, Ashoke Goswami, Ralph S. Terkowitz and Laura L. Witt, as the managers of the General Partner (the "Managers"), are indirect beneficial owners of the reported securities. The General Partner and each of the Managers disclaims beneficial ownership of the shares owned by the Funds and Phillip A. Clough except to the extent of their pecuniary interest therein. The General Partner of the Funds has voting and dispositive power over the shares owned by the Funds.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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